

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11 Case No.
BEARINGPOINT, INC., et al., : 09 - 10691 (REG)
Debtors. : (Jointly Administered)
-----x

ORDER ALLOWING FINAL FEE APPLICATIONS

Upon consideration of the final fee applications (collectively, the “*Applications*”) for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred (i) during July 1, 2009 to December 30, 2009 (the “*Second Application Period*”) and (ii) during the total compensation periods set forth in the Applications (the “*Total Application Period*” and, together with the Second Application Period, the “*Application Periods*”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), filed by the professionals listed on Exhibit A annexed hereto (the “*Professionals*”) retained in the above-captioned chapter 11 cases of BearingPoint, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “*Debtors*”), all as more fully described in the Applications; the Court finds and determines the following:

- A. Consideration of the Applications and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- B. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

C. The Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 of the United States District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.).

D. The Court has considered the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and the *Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated March 13, 2009 [Docket No. 228] (the “**Interim Compensation Order**”).

E. The requests set forth in certain of the Applications have been amended by consent of the parties thereto.

F. The Court has reviewed the Applications.

G. The Professionals have provided due and proper notice of the Applications to parties in interest in accordance with the *Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated March 5, 2009 [Docket No. 117], and no further notice is necessary.

H. The fees of the Professionals incurred during the Application Periods constitute reasonable compensation for actual and necessary services rendered by the Professionals.

I. The expenses incurred during the Application Periods are actual and necessary expenses.

J. The relief requested in the Applications, as modified, is in the best interests of the Debtors, their estates and their creditors.

Therefore, it is hereby ORDERED that:

1. The Applications filed by the professionals listed on Exhibit A are granted as provided in such Exhibit A.

2. Compensation to each of the Professionals listed in Exhibit A for the services rendered during the time periods set forth in their Applications is allowed in the amount set forth on Exhibit A in the column entitled "Fees Payable" pursuant to section 331 of the Bankruptcy Code and is approved on a final basis under section 330 of the Bankruptcy Code.

3. Reimbursement to each of the Professionals for expenses incurred during the time periods set forth in the Applications is allowed in the amounts set forth on Exhibit A in the column entitled "Expenses Payable" and is approved on a final basis.

4. The Debtors are authorized and directed to make payment to the Professionals in satisfaction of all such allowed fees and expenses as set forth on Exhibit A that have not previously been paid pursuant to the Interim Compensation Order or otherwise.

Dated: April 21, 2010
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Applicant	Docket No.	<u>Second Interim Period</u>				
		Period	Fees Requested	Fees Payable	Expenses Requested	Expenses Payable
Weil, Gotshal & Manges LLP	1695	7/1/09 – 12/30/09	\$2,911,089.75	\$2,911,089.75	\$99,942.57	\$99,942.57
Davis Polk & Wardwell LLP	1686	7/1/09 – 12/30/09	\$923,307.50	\$923,307.50	\$14,981.29	\$14,981.29
Allen & Overy LLP	1692	7/1/09 – 12/30/09	£970,052.98 (US\$1,477,099.67)	£970,052.98 (US\$1,477,099.67)	£82,577.00 (US\$125,740.00)	£82,577.00 (US\$125,740.00)
Ernst & Young LLP ¹	1693	7/1/09 – 12/30/09	\$1,933,635.02	\$1,933,635.02	\$22,469.22	\$22,469.22
Blake Dawson	1694	7/1/09 – 12/30/09	A\$242,345.20 (US\$215,784.17)	A\$242,345.20 (US\$215,784.17)	A\$4,733.80 (US\$4,214.98)	A\$4,733.80 (US\$4,214.98)
Wiley Rein LLP	1696	7/1/09 – 12/30/09	\$627,146.90	\$627,146.90	\$4,649.43	\$4,649.43
Baker Botts LLP ¹	1697	7/1/09 – 12/30/09	\$617,545.00	\$617,545.00	\$3,406.14	\$3,406.14
Skadden Arps Slate Meagher & Flom LLP	1698	7/1/09 – 12/30/09	\$92,943.00	\$92,943.00	\$1,500.00	\$1,500.00
Manatt, Phelps & Philips LLP	1699	7/1/09 – 12/30/09	\$746,765.00	\$746,765.00	\$27,918.46	\$27,918.46
Barclays Capital Inc.	1701	7/1/09 – 12/30/09	\$480,000.00	\$480,000.00	\$4,259.80	\$4,259.80
Bingham McCutchen, LLP	1702	7/1/09 – 12/30/09	\$1,156,182.00	\$1,156,182.00	\$44,752.06	\$44,752.06
McKool Smith P.C.	1704	10/14/09 – 12/30/09	\$156,917.50	\$156,917.50	\$7,103.74	\$7,103.74
Sheppard, Mullin, Richter and Hampton, LLP	1705	7/1/09 – 12/30/09	\$96,051.68	\$96,051.68	\$3,557.22	\$3,557.22

¹ Though these amounts were not listed in the fee applications filed by these two professionals, calculations for such amounts are illustrated in [Exhibit B](#).

Applicant	Docket No.	<u>Total Compensation Period</u>				
		Period	Fees Requested	Fees Payable	Expenses Requested	Expenses Payable
Weil, Gotshal & Manges LLP	1695	2/18/09 – 12/30/09	\$7,307,699.00	\$7,307,699.00	\$253,534.41	\$253,534.41
Davis Polk & Wardwell LLP	1686	2/18/09 – 12/30/09	\$5,362,646.50	\$5,362,646.50	\$51,313.95	\$51,313.95
Allen & Overy LLP	1692	2/18/09 – 12/30/09	£1,416,209.39 (US\$2,156,462.04)	£1,416,209.39 (US\$2,156,462.04)	£96,002.38 (US\$146,182.82)	£96,002.38 (US\$146,182.82)
Ernst & Young LLP	1693	2/18/09 – 12/30/09	\$5,899,575.60	\$5,899,575.60	\$31,210.90	\$31,210.90
Blake Dawson	1694	3/17/09 – 12/30/09	A\$487,393.70 (US\$433,966.45)	A\$487,393.70 (US\$433,966.45)	A\$12,484.01 (US\$11,115.76)	A\$12,484.01 (US\$11,115.76)
Wiley Rein LLP	1696	2/18/09 – 12/30/09	\$1,331,168.00	\$1,331,168.00	\$16,754.83	\$16,754.83
Baker Botts LLP	1697	2/18/09 – 12/30/09	\$1,620,978.00	\$1,620,978.00	\$7,759.08	\$7,759.08
Skadden Arps Slate Meagher & Flom LLP	1698	2/18/09 – 12/30/09	\$451,001.95	\$451,001.95	\$3,951.10	\$3,951.10
Manatt, Phelps & Phillips LLP	1699	4/1/09 – 12/30/09	\$1,099,843.50	\$1,099,843.50	\$38,295.92	\$38,295.92
Barclays Capital Inc.	1701	2/27/09 – 12/30/09	\$3,000,000.00	\$3,000,000.00	\$10,793.11	\$10,793.11
Bingham McCutchen, LLP	1702	2/27/09 – 12/30/09	\$3,643,113.50	\$3,643,113.50	\$129,365.42	\$129,365.42
McKool Smith P.C.	1704	10/14/09 – 12/30/09	\$156,917.50	\$156,917.50	\$7,103.74	\$7,103.74
Sheppard, Mullin, Richter and Hampton, LLP	1705	2/18/09 – 12/30/09	\$305,137.96	\$305,137.96	\$7,590.83	\$7,590.83

Dated: 4/21/2010 Initials: REG

Exhibit B

Calculations	Applicant	
	Ernst & Young LLP	Baker Botts LLP
Fees Requested for Total Compensation Period (as requested in Final Fee Applications)	\$5,899,575.60	\$1,620,978.00
Fees Requested for First Interim Period (as requested in First Interim Fee Applications)	– \$3,965,940.58	– \$1,003,433.00
Fees Requested for Second Interim Period	\$1,933,635.02	\$617,545.00
Expenses Requested for Total Compensation Period (as requested in Final Fee Applications)	\$31,210.90	\$7,759.08
Expenses Requested for First Interim Period (as requested in First Interim Fee Applications)	– \$8,741.68	– \$4,352.94
Expenses Requested for Second Interim Period	\$22,469.22	\$3,406.14